

CERTIFICATE OF INCORPORATION OF

Supporters of the Irish Labour Party, Inc.

(Insert Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:

Supporters of the Irish Labour Party, Inc.

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law.

THIRD: The purpose or purposes for which the corporation is formed are as follows *(type or print clearly)*:

The purposes of the corporation are to coordinate and conduct fundraising in the United States in support of the Irish Labour Party; to inform the American people, press and government of the corporation's views regarding the position of the Irish Labour Party on issues pertaining to Ireland and U.S.-Irish relations; to disseminate information on behalf of the Irish Labour Party; and to perform all lawful activities incidental to or connected with the foregoing.

NSD/CES/REGISTRATION
UNIT
2011 APR 102
PM 1:22

The incorporator or incorporators must sign the Certificate of Incorporation and type or print his/her name and address.

Patrick Mair

(Type or print name of incorporator)

X



(Signature)

207 Clinton Street #3, Brooklyn, NY 11201

(Address)

X

(Type or print name of incorporator)

(Signature)

(Address)

X

(Type or print name of incorporator)

(Signature)

(Address)

CERTIFICATE OF INCORPORATION
OF

Supporters of the Irish Labour Party, Inc.

(Insert Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

Filed by: Patrick Mair

(Name)

207 Clinton Street #3

(Mailing address)

Brooklyn, NY 11201

(City, State and Zip code)

NOTE: This sample form is provided by the New York State Department of State Division of Corporations for filing a certificate of incorporation. This form is designed to satisfy the minimum filing requirements pursuant to the Not-for-Profit Corporation Law. The Division will accept any other form which complies with the applicable statutory provisions. The Division recommends that this legal document be prepared under the guidance of an attorney. The Division does not provide legal, accounting or tax advice. This certificate must be submitted with a \$75 filing fee made payable to the "Department of State."

For DOS use only

SUPPORTERS OF THE IRISH LABOUR PARTY, INC.
A New York Not-for-Profit Corporation
Bylaws

ARTICLE I - PURPOSES

The particular objectives of the Corporation, in furtherance of the purposes set forth in its Certificate of Incorporation and consistent therewith, are the application of the income or principal of such property or funds as from time to time the Corporation may own or have at its disposal for such purposes, to facilitate the efforts of the Supporters of the Irish Labour Party, Inc. ("SotILP") in its pursuit of its objectives.

ARTICLE II - OFFICES

2.1 Registered Office. The registered office of the Corporation shall be at 207 Clinton Street #3, Brooklyn, NY 11201, or such other location in the City, County and State of New York as the Directors may from time to time determine.

2.2 Other Offices. The Corporation may also have offices at such other places as the Directors may select and the business of the Corporation shall require.

ARTICLE III - MEMBERS

3.1 Designated Members. The members of the Corporation shall consist of those persons who at any given time then hold and continue in the offices of President, President-Elect, Vice President, Secretary and Treasurer of SotILP. Within two business days following the designation of any person as a member of the Corporation, whether by reason of election as an officer of SotILP or by other due succession to such a SotILP office, the Secretary of the Corporation shall file with the records of the Corporation a certification of the name and place of residence of each such person who as a consequence of such election or succession has become or continues to be a member of the Corporation together with a verification of such incumbency. Should a member of the Corporation cease to hold an office in SotILP designated in this paragraph 3.1 for any reason other than the end of a prescribed term of office, and if no successor officer has contemporaneously (i.e., within five business days following such cessation) been installed, the Secretary shall thereupon enter such cessation of membership in the records of the Corporation. Within five business days after any person shall have been designated a member, the Secretary shall send to each such person written notice of his or her status as a member of the Corporation and, if then available, the time and place of the next scheduled annual meeting of the Corporation. The timely certification of membership by the Secretary required hereunder shall constitute conclusive evidence as to the Corporation's members of record.

3.2 Quorum. Members entitled to cast a majority of the total number of votes entitled to be cast at a meeting of members shall constitute a quorum. The President of SotILP shall, if present in person, preside at all meetings of members. If the President of SotILP is not present in person, then the President-Elect shall preside if present in person. If neither is present in person, then the Vice President of SotILP shall preside if present in person. A member may, consistent with the requirements of Section 609 of the Not-For-Profit Corporation Law, authorize a proxy who is a member of the SotILP Board of Directors to act in his or her stead at any meeting of members. If none of the aforesaid officers is present in person, but a proxy or proxies assures the presence of a quorum, then any other member present at the meeting may be designated to preside.

3.3 Vote. Except as paragraph 8.4 permits in respect of convening a special meeting of members and as action by members may be taken without a meeting in conformity with Section 614 of the Not-for-Profit Corporation Law, all actions of the members shall be by the majority vote of the members present at any meeting of the members at the time of the vote if a quorum is present at such meeting. Any document consisting of one or more copies of a "written consent" within the meaning of Section 614 of the Not-For-Profit-Corporation Law, if individually or in the aggregate signed by all of the members entitled to vote thereon, shall be conclusively deemed a written consent having the same effect as a unanimous vote of members.

ARTICLE IV - DIRECTORS

4.1 Powers. The Directors shall have all powers and duties for the conduct of the activities of the Corporation except as otherwise required by law, these Bylaws or a resolution duly adopted by the Board.

4.2 Qualifications of Directors. Each Director shall be a natural person who need not be a resident of New York.

4.3 Number, Selection, Term. The Board of Directors (including ex officio directors) shall consist of no fewer than three (3) and no more than thirty-six (36) individuals. Within these parameters the number of directors may be increased or decreased by amendment of these Bylaws or by action of the members. Directors (except as otherwise provided in paragraph 4.4) shall be elected at the annual meeting of the Corporation by a plurality of votes cast at the meeting.

4.4 Ex Officio Directors. The President and the President-Elect of the Supporters of the Irish Labour Party, by virtue of their official positions as such, shall each serve as a Director of this Corporation with all of the same rights, duties and responsibilities of the other Directors of this Corporation. The ex officio Directors shall serve in that capacity for as long as, and no longer than, they hold their offices as President and President-Elect of the Supporters of The Irish Labour Party, notwithstanding the term limits established for other Directors of this Corporation as set forth in paragraph 4.3 herein.

4.5 Removal. Any Director may be removed from office for cause by vote of the members, or with or, except in the case of a Director who is also a member, without the assignment of any cause, by a vote of the majority of the Directors then in office and present at the meeting at which such action is taken.

4.6 Quorum. At all meetings of the Board, a majority of the Directors in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may, provided notice is given by announcement at the meeting to those Directors present, adjourn the meeting from time to time until a quorum is present. The acts of a majority of the Directors at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless the vote of a greater number is required by law or these Bylaws.

4.7 Vote. Each Director shall be entitled to one (1) vote.

4.8 Unanimous Consent of Directors in Lieu of Meeting. Any action that may be taken at a meeting of the Board may be taken without a meeting if consents in writing setting forth the proposed action shall be signed by all of the Directors then in office.

ARTICLE V - OFFICERS

5.1 Positions, Election, Term. The officers of the Corporation shall include a Chairperson, President, Vice President, Secretary and Treasurer and such other officers whose positions shall be created from time to time by the Directors. A person may hold more than one office except that neither the Chairperson nor President may also be Secretary. The officers shall be elected by the Directors and shall serve for a term of one year and until their successors are elected and qualified.

5.2 Consecutive Terms. Officers may be elected for consecutive terms.

5.3 Duties. The duties of the officers shall include the following:

(a) The Chairperson (or in his or her absence a designee chosen by a majority of a quorum) shall preside at all meetings of the Directors.

(b) The President shall be the chief executive officer of the Corporation; shall have general and active management of the business of the Corporation; shall see that all orders and resolutions of the Board are carried into effect subject to the right of the Board to delegate any specific powers as allowed by law; and shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, and when authorized by the Board, affix the seal to any instrument requiring the same.

(c) The Vice President shall be vested with all the powers and required to perform all the duties of the President in the absence of the President.

(d) The Secretary shall be secretary of the Board; shall record all votes and the minutes of all proceedings; shall give or cause to be given notice of all meetings to the Directors; and shall perform such other duties as may be prescribed by the Directors or the Chairperson. In the absence of the Secretary, the Chairperson may appoint any person to act as secretary of the meeting.

(e) The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation; shall collect all funds due the Corporation and disburse funds as required to meet the obligations of the Corporation; shall cause to be rendered to the Board, as requested by it but not less than once a year, regular accountings of all transactions and of the financial condition of the Corporation; and shall perform such other duties as may be prescribed by law, the Directors or the Chairperson.

5.4 Removal of Officers. Any officer or agent may be removed by action of a majority of the full Board whenever in its judgment the best interests of the Corporation may be served thereby.

ARTICLE VI - COMMITTEES

6.1 Establishment. The Board may establish one or more committees to consist of three or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority prohibited by Section 712 of the Not-For-Profit Corporation Law and as to the following:

(a) The adoption, amendment or repeal of the Bylaws.

shall have filed with the Secretary a written request that notices be mailed to some other address, then directed to such member at such other address.

The Board of Directors shall present at the annual meeting a report, verified by the President and Treasurer, showing in appropriate detail:

- (1) The assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve (12)-month fiscal period terminating not more than six (6) months prior to such meeting;
- (2) The principal changes in assets and liabilities, including trust funds, during such fiscal period;
- (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during such fiscal period;
- (4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during such fiscal period;
- (5) The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during such fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

Such report shall be filed with the records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of the Corporation.

8.3 Vote. Conduct. (a) Members entitled to cast a majority of the total number of votes entitled to be cast at a meeting of the Corporation shall constitute a quorum for the transaction of business at any such meeting. The members present may adjourn the meeting despite the absence of a quorum.

(b) At every meeting of the Corporation, each member shall be entitled to one (1) vote.

(c) Notice of a meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such member.

(d) The President of SotILP shall; if present in person, preside at all meetings of members of the Corporation. If the President of SotILP is not present in person, then the President-Elect shall preside if present in person. If neither is present in person, then the Vice-President of SotILP shall preside if present in person. If none of the aforesaid officers is present in person, but a proxy or proxies assures the presence of a quorum, then any other member present at the meeting may be designated to preside.

8.4 Special Meetings of the Corporation. (a) Special meetings of the Corporation may be called by the Board of Directors, the President of the Corporation or any three (3) of the members of the Corporation. Written notice stating the place, date, hour and purpose or purposes of each special meeting shall be given, personally or by first-class mail, not less than ten (10) days before the date of the meeting, to each member entitled to vote at the meeting, which notice shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. If mailed, such notice is given when deposited in the United States mail, postage prepaid, directed

to the member at such member's address as it appears on the record of members, or, if he or she shall have filed with the Secretary a written request that notices be mailed to some other address, then directed to such member at such other address.

(b) In addition and in accordance with Section 603 (c) of the Not-For-Profit Corporation Law, a special meeting of the Corporation may be convened by the members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at such meeting, who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two (2) nor more than three (3) months from the date of such written demand. The Secretary upon receiving the written demand shall promptly give notice of such meeting, or if he or she fails to do so within five (5) business date thereafter, any member signing such demand may give such notice. Such meeting shall be held at the principal office of the Corporation, unless otherwise determined by the Chairman of the Board of Directors or the President.

8.5 Special Meetings of the Board; Notice. Special meetings of the Board of Directors, for any purpose or purposes, may be called by the President, the Board of Directors or any two of the Directors then in office. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the Secretary to each Director by telephone or fax not later than the day before the date on which such meeting is to be held, or by mail or other means of delivery, in which case such notice is to be mailed at least three days before the date on which such meeting is to be held. If mailed, such notice is given when deposited in the United States mail, postage prepaid, directed to the Director at such Director's address as it appears in the records of the Corporation, or, if he or she shall have filed with the Secretary a written request that notices be mailed to some other address, then directed to such Director at such other address.

8.6 Regular Meetings; Notice. Regular meetings of the Board of Directors may be held at such times and places as the Board of Directors shall designate and unless required by the Board of Directors, notice of such regular meetings need not be given.

8.7 Adjourned Meetings. At any duly adjourned meeting of the Board at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally called. If a quorum is present, the vote of a majority of the Directors present at the time of the vote shall be the act of the Board of Directors.

8.8 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE IX - INDEMNIFICATION

9.1 The Corporation shall to the fullest extent permitted by law indemnify its Directors and officers provided that no payment shall be made under this indemnity that would give rise to a tax under Sections 4941 through 4946 of the Internal Revenue Code of 1986, as amended.

9.2 Insurance. The Corporation is not required to purchase Directors and Officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article or operation of law and it may insure directly

the Directors, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article, as well as for liabilities against which they are not entitled to be indemnified by the Corporation.

ARTICLE X - COMPENSATION OF OFFICERS

10.1 No Director or other officer of the Corporation shall receive directly or indirectly any salary, compensation or emoluments from the Corporation, either as such Director or officer, or in any other capacity, unless authorized by the concurring vote of two-thirds of all the Directors, nor (except as otherwise may be permitted in compliance with Section 715 of the Not-For-Profit Corporation Law) shall any such Director or officer be interested, directly or indirectly, in any contract relating to the operations conducted by the Corporation, or (notwithstanding any quorum requirements of then Bylaws) in any contract for furnishing supplies thereto, unless authorized by the concurring vote of all the disinterested Directors.

ARTICLE XI - AMENDMENTS

11.1 The Certificate of Incorporation of the Corporation and/or the Bylaws may be amended by vote of the members and/or Directors then in office in accordance with the applicable requirements of Section 802 or (except that the Directors shall not be entitled to any vote in respect of Article III hereof) Section 602, as the case may be, of the Not-For-Profit-Corporation Law, provided that adequate prior notice of such purpose has been given and a copy of the proposed amendment has been provided at the time notice was given.

ARTICLE XII - EXECUTION OF INSTRUMENTS AND INVESTMENTS

12.1 All documents, instruments or writings of any nature shall be signed, executed, verified, acknowledged and delivered by such officers, agents or employees of the Corporation, and in such manner, as from time to time may be authorized by the Board of Directors or by the Executive Committee, if any.

12.2 The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

ARTICLE XIII - MISCELLANEOUS

13.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last of December.

13.2 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.